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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

ANNUAL AUDITED REPORT PART III

OMB APPROVAL

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FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING	01/01/12	AND ENDING	12/31/12	
	MM/DD/YY		MM/DD/YY	
A. RE	GISTRANT IDENT	TIFICATION		
NAME OF BROKER-DEALER: PEAK6 Marke	ets LLC		OFFICIAL USE ONL	
ADDRESS OF PRINCIPAL PLACE OF BUSIN	PRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)		FIRM I.D. NO.	
1	41 West Jackson Blvd.,	Suite 500	4/48 8 2 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4	
	(No. and Street)			
Chicago		Illin	ois 60604	
(City)		(Stat	te) (Zip Code)	
NAME AND TELEPHONE NUMBER OF PERS	SON TO CONTACT I	N REGARD TO THIS R	EPORT	
Tracy Benteen			(312) 444-8648	
			(Area Code – Telephone Number	
B. AC	COUNTANT IDEN	TIFICATION		
INDEPENDENT PUBLIC ACCOUNTANT whose of	ppinion is contained in th	is Report*		
	Ernst & Young LI	P		
((Nan	ne – if individual, state last, firs			
155 N. Wacker Drive	Chicago	Illinois	60606	
(Address)	(City)	(State)	(Zip Code)	
CHECK ONE: Certified Public Accountant				
☐ Public Accountant				
Accountant not resident in United State	s or any of its possession	ns		
	FOR OFFICIAL USE	ONLY	manifesti kan	
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*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

SEC 1410 (06-02)

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OATH OR AFFIRMATION

I, <u>Tracy Benteen</u>, affirm that, to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of <u>PEAK6 Markets LLC</u>, as of <u>December 31, 2012</u>, are true and correct. I further affirm that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer.

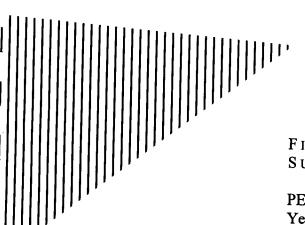
?^^^^	
Donna MacDonald	
Notary Public State of Illinois My Commission Expires 03/30/2016	Signature
	Controller
De Will	Title

This report** contains	(check all a	applicable	boxes)):
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Notary Public

- ⊠ (a) Facing page.
- ☑ (b) Statement of Financial Condition.
- ☑ (d) Statement of Cash Flows.
- ☑ (e) Statement of Changes in Member's Equity.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- 図 (g) Computation of Net Capital Pursuant to Rule 15c3-1.
- ☑ (h) Statement Regarding Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (1) An Oath or Affirmation.
- ☑ (m) A copy of the SIPC Supplemental Report (separately bound as per Rule 17a-5(e)(4)).
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- Supplementary Report of Independent Registered Public Accounting Firm on Internal Control.

^{**}For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).



FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

PEAK6 Markets LLC Year Ended December 31, 2012 With Report and Supplementary Report of Independent Registered Public Accounting Firm

Ernst & Young LLP

Financial Statements and Supplemental Information

Year Ended December 31, 2012

Contents

Report of Independent Registered Public Accounting Firm	1
Financial Statements	
Statement of Financial Condition	3
Statement of Operations	
Statement of Changes in Member's Equity	
Statement of Cash Flows	
Notes to Financial Statements	
Supplemental Information	
Computation of Net Capital Pursuant to Rule 15c3-1	9
Statement Regarding Rule 15c3-3 and Possession or Control	
Supplementary Report of Independent Registered Public Accounting Firm on	
Internal Control Required by Rule 17a-5(g)(1)	11

Report of Independent Registered Public Accounting Firm

The Member PEAK6 Markets LLC

We have audited the accompanying financial statements of PEAK6 Markets LLC (the Company), which comprise the statement of financial condition as of December 31, 2012, and the related statements of operations, changes in member's equity, and cash flows for the year then ended that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

1302-1029924

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PEAK6 Markets LLC as of December 31, 2012, and the results of its operations and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information contained in the supplemental schedules is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ent + Jo Cup

Chicago, Illinois February 27, 2013

2

Statement of Financial Condition

December 31, 2012

Assets	
Cash	\$ 419,200
Total assets	\$ 419,200
Liabilities and member's equity Liabilities:	
Payable to Parent Accounts payable, accrued expenses, and other liabilities	\$ 425 4,000
Total liabilities	 4,425
Member's equity Total liabilities and member's equity	 414,775 419,200

See accompanying notes.

Statement of Operations

Year Ended December 31, 2012

Expenses	
Technology and telecommunication	\$ 15,512
Professional fees	4,200
Other	500
Total expenses	 20,212

Net loss \$ (20,212)

See accompanying notes.

Statement of Changes in Member's Equity

Year Ended December 31, 2012

Member's equity at January 1, 2012	\$ 434,987
Net loss	 (20,212)
Member's equity at December 31, 2012	\$ 414,775

See accompanying notes.

Statement of Cash Flows

Year Ended December 31, 2012

- F B would tries		
Net loss	\$	(20,212)
Adjustments to reconcile net loss to net cash	•	(==,===)
used in operating activities:		
Changes in assets and liabilities:		
Payable to Parent		(4,059)
Accounts payable, accrued expenses, and other liabilities		2,400
Net cash used in operating activities		(21,871)
Net change in cash		(21 071)
C. I.		(21,871)

See accompanying notes.

Cash at end of period

Cash at beginning of period

Operating activities

441,071

419,200

Notes to Financial Statements

December 31, 2012

1. Organization and Nature of Business

PEAK6 Markets LLC (the Company), is a wholly owned subsidiary of PEAK6 Investments, L.P. (the Parent). The Company was created in August 2008 and commenced operations on January 21, 2009. On October 9, 2009, the Company became registered as a broker-dealer under the Securities and Exchange Act of 1934 and as a member of the Financial Industry Regulatory Authority, Inc. (FINRA). As of December 31, 2012, the Company is not yet operating as a broker-dealer and holds only cash.

2. Significant Accounting Policies

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Management believes that the estimates utilized in preparing its financial statements are reasonable and prudent. Actual results could differ from these estimates.

Income Taxes

As a single-member limited liability company, the Company is not subject to federal income taxes. Instead, the Parent is liable for federal income taxes on the taxable income of the Company. The Company may be subject to certain state and local taxes.

In accordance with the provisions set forth in Accounting Standards Codification (ASC) 740, *Income Taxes*, management has reviewed the Company's tax positions for all open tax years, which includes 2009 to 2012, and concluded that as of December 31, 2012, a provision for income taxes is not required.

3. Related-Party Transactions

The Company and the Parent are parties to an intercompany expense-sharing agreement that outlines the allocation of direct and indirect costs between the two entities. Indirect costs of \$15,512 consist of remote data storage and other technology product expenses, and are included in the statement of operations as technology and telecommunication. At December 31, 2012, \$425 was due to the Parent under the service agreement, which is included in payable to Parent in the statement of financial condition.

Notes to Financial Statements (continued)

4. Commitments and Contingencies

General Contingencies

In the ordinary course of business, the Company enters into contracts that contain a variety of representations and warranties that provide indemnifications to the counterparties under certain circumstances. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. The Company expects the risk of loss to be remote.

5. Net Capital Requirements

The Company, as a registered broker-dealer with the Securities and Exchange Commission (SEC), is subject to the net capital requirements of the SEC Uniform Net Capital Rule 15c3-1 (the Rule) of the Securities and Exchange Act of 1934, administered by the SEC and FINRA. The Company is required to maintain net capital equal to the greater of 6 2/3% of aggregate indebtedness or \$100,000, as these terms are defined. At December 31, 2012, the Company had net capital of \$414,775, which was \$314,775 in excess of its required net capital of \$100,000. At December 31, 2012, its percentage of aggregate indebtedness to net capital was .68%.

The Rule may effectively restrict advances to affiliates or capital withdrawals.

6. Subsequent Events

Management has evaluated the possibility of subsequent events existing in the Company's financial statements through the date the financial statements were available to be issued. Management has determined that there are no material events or transactions that would affect the Company's financial statements or require disclosure in the Company's financial statements.

Supplemental Information

Computation of Net Capital Pursuant to Rule 15c3-1

December 31, 2012

Net capital:		
Total member's equity	\$	414,775
Net capital	<u> </u>	414,775
Net capital requirement:		
(Greater of 6 2/3% of aggregate indebtedness or \$100,000)		100,000
Excess net capital	\$	314,775
Aggregate indebtedness:		
Payable to Parent	\$	425
Accounts payable, accrued expenses, and other liabilities		4,000
Total aggregate indebtedness	\$	4,425
Percentage of aggregate indebtedness to net capital	_	.68%

There were no material differences between the audited Computation of Net Capital included in this report and the corresponding schedule included in the Company's unaudited December 31, 2012 Part IIA FOCUS Filing.

Statement Regarding Rule 15c3-3 and Possession or Control

December 31, 2012

The Company is exempt from Rule 15c3-3 and the Possession or Control Rule of the Securities and Exchange Commission under Paragraph (k)(2)(ii) of that Rule.

Supplementary Report of Independent Registered Public Accounting Firm on Internal Control Required by Rule 17a-5(g)(1)

The Member PEAK6 Markets LLC

In planning and performing our audit of the financial statements of PEAK6 Markets LLC (the Company), as of and for the year ended December 31, 2012, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company, including consideration of control activities for safeguarding securities. The study included tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

- 1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by Rule 17a-13
- 2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's previously mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from

1302-1029924

unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Company's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined previously.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at December 31, 2012, to meet the SEC's objectives.

This report is intended solely for the information and use of the Member, management, the SEC, the Financial Industry Regulatory Authority, and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

Chicago, Illinois February 27, 2013 Ent + you Cup

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